

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA
WESTERN DIVISION

MARC HAGAN, derivatively on behalf)
of OSI SYSTEMS, INC.,)

Plaintiff,))

vs.)

DEEPAK CHOPRA, WILLIAM F.)
BALLHAUS, JR., DAVID FEINBERG,)
STEVEN C. GOOD, MEYER LUSKIN,)
and AJAY MEHRA,)

Defendants,))

- and -)

OSI SYSTEMS, INC., a Delaware)
corporation,)

Nominal Defendant.)

Case No. 2:14-cv-02910 MWF (VBKx)

~~[PROPOSED]~~ ORDER GRANTING
PLAINTIFFS' UNOPPOSED
MOTION FOR CONSOLIDATION
AND APPOINTMENT OF
LEADERSHIP STRUCTURE

Date: March 2, 2015

Time: 10:00 a.m.

Judge: Hon. Michael W. Fitzgerald

Courtroom: 1600, 16th Floor

[Caption Continued on Following Page]

1 CITY OF IRVING SUPPLEMENTAL)
2 BENEFIT PLAN, derivatively on behalf)
3 of OSI SYSTEMS, INC.,)

Plaintiff,)

4 vs.)

5 DEEPAK CHOPRA, AJAY MEHRA,)
6 WILLIAM F. BALLHAUS, DAVID T.)
7 FEINBERG, STEVEN C. GOOD, and)
8 MEYER LUSKIN,)

Defendants,)

9 - and -)
10)

11 OSI SYSTEMS, INC.,)
12)

Nominal Defendant.)
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Case No. 2:14-cv-09869 MWF (VBKx)

1 4. The files of the consolidated action will be maintained in one file under
2 the Lead Case No. 2:14-cv-02910-MWF (VBKx).

3 5. When any shareholder derivative action that properly should be
4 consolidated with *In re OSI Systems, Inc. Derivative Litigation* is filed in this Court,
5 removed to this Court, or transferred here from another court (“Related Shareholder
6 Derivative Action”), Co-Lead Counsel (as defined herein) shall, upon notice of the
7 existence of such action, promptly notify the Court of the filing, removal, or transfer
8 of such action by filing a Notice of Related Case in both the consolidated action and
9 the Related Shareholder Derivative Action. Co-Lead Counsel shall promptly serve a
10 copy of the entered version of this [Proposed] Order upon counsel of record for the
11 plaintiff(s) in the Related Shareholder Derivative Action and any defendants in such
12 action that have not previously been named in the consolidated action.

13 6. Upon receipt of the above-mentioned notice, the Court shall determine
14 whether such Related Shareholder Derivative Actions shall be consolidated with *In re*
15 *OSI Systems, Inc. Derivative Litigation*.

16 7. The Court finds that the consolidated actions will benefit from the
17 appointment of co-lead plaintiffs and co-lead counsel. The Court hereby appoints
18 Hagan and the City of Irving as Co-Lead Plaintiffs. The law firms of Bottini &
19 Bottini, Inc., The Shuman Law Firm, and Scott+Scott, Attorneys at Law, LLP are
20 hereby approved as Co-Lead Counsel in the consolidated actions because the firms
21 have extensive experience in litigating shareholder derivative cases such as this and
22 have the resources necessary to litigate a case of this nature. Co-Lead Counsel shall
23 provide general supervision of the activities of plaintiffs’ counsel and shall have the
24 following responsibilities and duties to perform or delegate as appropriate:

- 25 a. to brief and argue motions;
- 26 b. to initiate and conduct discovery, including, without limitation,
27 coordination of discovery with defendants’ counsel, preparation of written
28 interrogatories, requests for admission, and requests for production of documents;

- 1 c. to direct and coordinate the examination of witnesses in
2 depositions;
- 3 d. to act as spokesperson at pretrial conferences;
- 4 e. to call and chair meetings of plaintiffs' counsel as appropriate or
5 necessary from time to time;
- 6 f. to initiate and conduct any settlement negotiations with counsel
7 for defendants;
- 8 g. to provide general coordination of the activities of plaintiffs'
9 counsel and to delegate work responsibilities to selected counsel as may be required in
10 such a manner as to lead to the orderly and efficient prosecution of this litigation and
11 to avoid duplication or unproductive effort;
- 12 h. to consult and employ experts;
- 13 i. to receive and review periodic time reports of all attorneys on
14 behalf of plaintiffs, to determine if the time is being spent appropriately and for the
15 benefit of plaintiffs, and to determine and distribute plaintiffs' attorneys' fees; and
- 16 j. to perform such other duties as may be expressly authorized by
17 further order of this Court.

18 8. Any agreement reached between counsel for defendants and Plaintiffs'
19 Co-Lead Counsel shall be binding on any other counsel for any plaintiff in the
20 consolidation actions and on plaintiffs.

21 9. The Court previously stayed all the proceedings in the first-filed *Hagan*
22 action pending the Court's entry of a ruling on the initial motion(s) to dismiss in
23 *Roberti v. OSI Systems, Inc.*, No. 13-cv-09174-MWF (VBKx). A similar stay shall
24 continue in the consolidated actions.

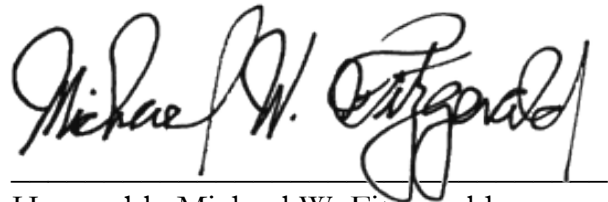
25 10. Accordingly, all proceedings, discovery, and deadlines in the
26 consolidated actions (including deadlines for Defendants to respond to the
27 complaints) shall be stayed pending the Court's entry of a ruling on the initial
28 motion(s) to dismiss in the *Roberti* action.

1 11. Counsel for defendants and Plaintiffs' Co-Lead Counsel shall meet and
2 confer concerning further proceedings in the consolidated action within ten (10) days
3 of the Court's ruling on the initial motion(s) to dismiss in the *Roberti* action to discuss
4 proposed next steps for the consolidated action.

5 12. This stay is without prejudice to the right of any party either to move to
6 lift the stay or to seek a further stay of this consolidated action, or for any other relief
7 as may be appropriate.

8 **IT IS SO ORDERED.**

9
10 Dated: February 26, 2015

A handwritten signature in black ink, reading "Michael W. Fitzgerald". The signature is written in a cursive, flowing style. The first name "Michael" is written in a larger, more prominent script, followed by "W." and "Fitzgerald". The signature is positioned above a horizontal line.

Honorable Michael W. Fitzgerald
UNITED STATES DISTRICT JUDGE